

**UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE**

_____ ZAKENI LIMITED, Plaintiff,	X	CIVIL ACTION NO. 15-CV-00926-GAM
-against-		
SPYR, INC., f/k/a EAT AT JOE'S, LTD., Defendant.	X	

**ORDER GRANTING APPROVAL OF SETTLEMENT AGREEMENT AND DISMISSAL
WITH PREJUDICE**

This matter having come for a hearing on the 12th day of July, 2018 pursuant to the Joint Motion of the Parties to approve the Settlement Agreement entered into as of June 22, 2018, between Plaintiff, ZAKENI LIMITED ("ZAKENI"), and Defendant, SPYR, INC. ("SPYR", and collectively with ZAKENI, the "Parties"), and the Court having reviewed the Joint Motion and the terms and conditions of the Settlement Agreement and being otherwise fully advised on the premises, the Court hereby finds as follows:

1. The Court has been advised that the Parties intend that the issuance of the Shares (as defined by the Settlement Agreement and, also referred to hereinafter as the "Shares") and of the Warrants (as defined by the Settlement Agreement and, also referred to hereinafter as the "Warrants") to ZAKENI, and the resale of the Shares by ZAKENI in the United States, assuming

satisfaction of all other applicable securities laws and regulations, will be exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), in reliance upon Section 3(a)(10) of the Securities Act, and, based upon this Court's finding herein that the terms and conditions of the issuance of the Shares and the Warrants by SPYR to ZAKENI are fair to ZAKENI, the Parties will effectuate the Settlement Agreement resolving all issues between them and pending before the Court;

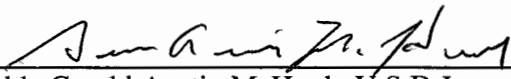
2. The hearing having been scheduled upon the consent of ZAKENI and SPYR, ZAKENI having had adequate notice of the hearing, and ZAKENI being the only party to whom the Shares and the Warrants will be issued pursuant to the Settlement Agreement, the Parties desire that the Settlement Agreement be made an Order of the Court, with the Court retaining jurisdiction to enforce the Settlement Agreement;

3. The terms and conditions of the issuance of the Shares and the Warrants in exchange for the release of certain claims as set forth in the Settlement Agreement are fair to ZAKENI, the only party to whom the Shares and the Warrants will be issued;

4. The fairness hearing was open to ZAKENI. ZAKENI was represented by counsel at the hearing who acknowledged that adequate notice of the hearing was given and consented to the entry of this order.

It is therefore ORDERED AND ADJUDGED that the Settlement Agreement is hereby approved as fair to the party to whom the Shares and the Warrants will be issued, within the meaning of Section 3(a)(10) of the Securities Act, and that the issuance of the Shares to, and the resale of the Shares in the United States, assuming satisfaction of all other applicable securities laws and regulations, by, ZAKENI and the issuance of the Warrants to ZAKENI will be exempt from registration under the Securities Act and made an order of this Court, with the Court retaining jurisdiction to enforce the terms of the Settlement Agreement, and that the within Action shall be dismissed with prejudice.

SO ORDERED, this 12th day of July, 2018.



The Honorable Gerald Austin McHugh, U.S.D.J.